UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

IN RE MERCK & CO., INC., SECURITIES, DERIVATIVE & "ERISA" LITIGATION	MDL No. 1658 (SRC)
THIS DOCUMENT RELATES TO: THE CONSOLIDATED ERISA ACTION	Case No. 2:05-CV-01151-SRC-MAS Case No. 2:05-CV-02369-SRC-MAS ← CLOSED

PROPOSED FINAL ORDER

WHEREAS:

This cause having come before the Court on November 29, 2011, for hearings on Plaintiffs' Motion for an Order Granting Final Approval of (i) the Class Action Settlement (the "Settlement") and (ii) the Proposed Terms of Allocation in accordance with the Stipulation dated as of October 17, 2011, and the exhibits thereto (the "Stipulation"), and Plaintiffs' Motion for an Award of Attorneys' Fees, for Reimbursement of Expenses, and for Case Contribution Awards; and the Court having read and considered the Motions, heard arguments of counsel, and granted Preliminary Approval of the Settlement by Order dated October 6, 2011 (Dkt #271) (the "Preliminary Approval Order"), which was amended by the October 19, 2011 Amended Preliminary Order (Dkt # 273) (the "Amended Preliminary Approval Order"); and the Court having considered all objections raised; and all Parties having consented to the entry of this Order; it is

ORDERED, ADJUDGED AND DECREED THAT:

DEFINITIONS

1. For purposes of this Order (the "Final Order"), the Court adopts and incorporates the definitions contained in the Stipulation. Any inconsistencies between the Stipulation and the Notice will be controlled by the language of the Stipulation.

JURISDICTION

2. This Court has jurisdiction over the subject matter of the Litigation, and all actions within the Litigation and/or related to the Litigation, and over all Parties to the Litigation including all members of the Settlement Class.

NO ADMISSION OR EVIDENCE OF LIABILITY

3. This Court hereby decrees that neither the Stipulation, nor this Final Order, is an admission or evidence of any violation of any statute or law or of any liability or wrongdoing by the Defendants or of the truth of any of the claims or allegations alleged in the Litigation or in any other proceeding. The Stipulation, and any and all negotiations, documents, and discussions associated with it, shall not be deemed or construed to be an admission or evidence of any violation of any statute or law or of any liability or wrongdoing by Plaintiffs, or any of the Defendants, or of any alleged defense, or of the absence of any wrongdoing or limitations of damage or injury, and evidence thereof shall not be discoverable or used directly or indirectly, in any way, by any person, in any other proceeding.

FINALIZATION OF PRELIMINARY FINDINGS

4. The Court makes final and unconditional the conditional and preliminary findings made by the Court regarding the Stipulation terms in the Preliminary Approval Order and the Amended Preliminary Approval Order.

NOTICE

5. The Court finds that the Notice of Settlement of the Litigation was given in accordance with the Preliminary Approval Order, and that such Notice was reasonable and constituted the best notice practicable under the circumstances, constituted valid, due and sufficient notice to all members of the Settlement Class, and complied fully with the requirements of due process, federal law including Federal Rule of Civil Procedure 23, the Constitution of the United States, and any other applicable law.

APPROVAL OF SETTLEMENT

6. The Court has previously certified this case as a Class Action. For the purposes of this Settlement only, the definition of the Class is amended and is defined as "all current and former participants and beneficiaries of the Plans, other than Defendants, for whose individual accounts the Plans purchased and/or held shares of the Merck Common Stock Fund during the Class Period."

7. This Court hereby approves the Stipulation as being a fair, reasonable and adequate settlement and compromise of the Litigation in accordance with all applicable laws, including Federal Rule of Civil Procedure 23, and directs that the Stipulation be consummated and implemented in accordance with the terms and provisions thereof.

8. This Court further finds that the Stipulation has been entered into and made in good faith, and that Plaintiffs and Class Counsel have fairly and adequately represented the interests of the Settlement Class in connection with the Litigation and the Stipulation.

9. An independent fiduciary has evaluated the fairness of the Settlement to the Plans and, concurring with the Court's finding that the Settlement is reasonable in light of the likelihood of full recovery, the risks and costs of litigation, and the value of the claims forgone,

has authorized the Settlement on behalf of the Plans, as documented in the report filed with this Court.

10. The Court has duly considered and rejected any objections to the Settlement that were filed.

APPROVAL OF TERMS OF ALLOCATION

11. This Court hereby approves the Terms of Allocation as being a fair, reasonable and adequate settlement and compromise of the Litigation in accordance with all applicable laws, including Federal Rule of Civil Procedure 23, and directs that the Terms of Allocation be consummated and implemented in accordance with the terms and provisions thereof.

DISMISSAL WITH PREJUDICE

12. This Court hereby dismisses the Litigation with prejudice with respect to all Defendants. Such dismissal is without any costs to any Party, except as provided herein or in the Stipulation.

RELEASES AND COVENANTS

13. Upon the Effective Date, Plaintiffs and each member of the Settlement Class individually and on behalf of their respective heirs, executors, administrators, successors and assigns and all persons acting in concert with any such person, by operation of this Final Order, shall have fully and forever released, relinquished and discharged any and all claims related to the Litigation, as against any of the Defendants, as described in Section 23 of the Stipulation.

14. Upon the Effective Date, Plaintiffs and each member of the Settlement Class and their respective heirs, executors, administrators, successors and assigns and all persons

acting in concert with any such person, by operation of this Final Order, shall be forever barred and enjoined from asserting, instituting, maintaining, prosecuting or enforcing against any of the Defendants any of claims related to the Litigation, as described in Section 23 of the Stipulation.

CONTINUING JURISDICTION

15. Without affecting the finality of this Final Order in any way, this Court shall retain continuing jurisdiction: (a) over the implementation, administration and consummation of the Settlement Stipulation; (b) over the Litigation until the Final Order contemplated hereby has become effective and each and every act agreed to be performed by the Parties to the Stipulation shall have been performed pursuant to the Stipulation; and (c) over all Parties to the Litigation and all Parties to the Stipulation for the purpose of taking such other actions as may be necessary to conclude and administer this settlement and to implement and enforce the Stipulation.

TERMINATION OF SETTLEMENT

16. In the event that the Effective Date does not occur, or the Stipulation is terminated in accordance with its terms and provisions, then this Final Order shall be rendered null and void and be vacated, and the Stipulation and all orders entered and releases delivered in connection therewith by this Court shall be rendered null and void.

ATTORNEYS' FEES

17. Class Counsel are hereby awarded attorneys' fees in the amount of $6,500,000 (the "Attorneys' Fees"). The Attorneys' Fees have been determined by the Court to be fair, reasonable, and appropriate. No other fees may be awarded to Class Counsel in connection with the Stipulation. The Attorneys' Fees shall be paid to Class Counsel in accordance with the terms of the Stipulation. Class Counsel are authorized and directed to

allocate and distribute the Attorneys' Fees among counsel in a manner which reflects each counsel's contribution to the institution, prosecution, and settlement of the Litigation.

ATTORNEYS' EXPENSES

18. Counsel are hereby awarded reimbursement of expenses in the sum of $1,655,253.86 (the "Attorneys' Expenses"). The Attorneys' Expenses have been determined by the Court to be fair, reasonable, and appropriate. No other costs or expenses may be awarded to counsel in connection with the Stipulation. The Attorneys' Expenses shall be paid to counsel in accordance with the terms of the Stipulation.

CASE CONTRIBUTION AWARDS

19. Each Plaintiff is hereby awarded a case contribution award in the sum of $10,000. The case contribution awards have been determined by the Court to be fair, reasonable, and appropriate. The case contribution awards shall be paid in accordance with the terms of the Stipulation.

ENTRY OF FINAL ORDER

20. The Court finds that no just reason exists for delay in entering a final order in accordance with the Stipulation. Accordingly, the Clerk is hereby directed to enter this Final Order forthwith.

Dated: 11/29/11

U.S. District Judge